

Rules of Incorporation

New Zealand Utilities Advisory Group (NZUAG) Incorporated

1. Name

1.1. The name of the Society is the New Zealand Utilities Advisory Group Incorporated ("the Society").

2. Definitions

2.1. In these Rules:

"AGM" means an Annual General Meeting of the Members held in accordance with Rule 10.2

"Associate Member" means any individual or organisation admitted as a member of the Society in accordance with Rule 6.3 and 6.4.

"Category" means the Corridor Manager or Utility Operator Category of membership (see Rule 6.2).

"Committee" means the Committee of the Society appointed in accordance with Rules 9.5 and 9.6.

"Committee Member" means any person who is on the Interim Committee or management Committee and includes the independent chairperson.

"Corridor Manager" has the meaning defined in the Utilities Access Act 2010.

"Deputy" means a Deputy Committee Member, a person appointed by a Sector to fulfill the role of a Committee Member appointed by that Sector should that Member be unable to attend a Committee meeting.

"Full Member" means any company or organisation admitted to the Society as a Full Member in accordance with Rules 6.2 and 6.4

"Interim Committee" means that Committee appointed in accordance with Rule 9.5 until 1 July 2013.

"Joining Fee" means the fee that the Committee may require to be paid by an applicant for membership pursuant to Rule 7.

"Member" means any company or organisation admitted to the Society in accordance with Rules 6.2 - 6.4, or an individual admitted as an Associate member under Rules 6.3 and 6.4.

"Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

“Payment” means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.

“Sector” means the Sector in which a Corridor Manager or Utility Operator works in, such as Central Government road corridors, the national rail corridor, or the local government road corridors, and the utility Sectors of electricity, gas, telecommunications and water.

“Special General Meeting” means any General Meeting held in accordance with Rule 10.3 that is not an Annual General Meeting of the Society.

“Transport Corridor” has the meaning defined in the Utilities Access Act 2010.

“Utility Operator” has the meaning defined in the Utilities Access Act 2010.

“Written Notice” means hand-written, printed or electronic communication of words or a combination of these methods.

In these Rules unless the context otherwise required:

- (a) The singular number includes the plural and vice versa and words importing one gender only include the other genders.
- (b) Reference to any Act extends to and includes any statutory or other modification or re-enactment of it and any other like provision for the time being in force in New Zealand.
- (c) The headings of Rules will not affect the interpretation given to these Rules.

3. Registered Office

3.1. The Registered Office of the Society shall be at such place as may be determined by the Committee from time to time.

4. Objects of the Society

4.1. The Objects of the Society shall be:

- (a) To provide a co-operative forum for infrastructure stakeholders to raise, discuss and promote solutions on managing the multi-use of Transport Corridors and the delivery of all utilities in those corridors in an efficient and well-managed manner;
- (b) To be the organisation representing the industry in the provision of guidance and leadership on management, review and changes to the National Code of Practice for Utility Operators’ Access to Transport Corridors;

- (c) To provide assistance to resolve disputes among the parties involved with moving and placing assets in Transport Corridors;
- (d) To develop and support such tools as a code or codes of practice, and educational tools and forums as appropriate, to help deliver the above objects and to encourage the adoption of best practice standards in all aspects of Transport Corridor management;
- (e) To provide an advisory body to engage with Government and other interested parties by agreement; and
- (f) To do such other things incidental or conducive to carrying out the objects of the Society listed in this section as the Members may from time to time agree would be necessary or helpful.

4.2. The Objects of the Society are underpinned by the values of responsiveness, integrity, partnering, efficiency and excellence.

5. Powers of the Society

5.1. In addition to its statutory powers the Society:

- (a) May use its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as the Management Committee considers fit;
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects;
- (c) May invest monies and assets of the Society not required for immediate use in such forms of investment as the Committee considers fit;
- (d) May borrow or raise money for the purpose of carrying out the objects of the Society;
- (e) May enter into all negotiations, contracts or agreements and do all such acts necessary or desirable to achieve the objects of the Society;
- (f) May establish, promote or otherwise assist any committees or subcommittees of the Society;
- (g) May receive money or property by way of gift, subscriptions and otherwise in order to assist the Society carry out its objects; and
- (h) May employ the profits of the operations of the Society in furthering the objects of the Society in accordance with these Rules.

6. Membership

6.1. There shall be two types of membership: Full and Associate.

6.2. Full membership is available to incorporated or statutory organisations only, and is divided into two categories: Transport Corridor Managers and Utility Operators.

- (a) Transport Corridor Managers include: KiwiRail, road controlling authorities such as the New Zealand Transport Agency, city or district councils, Auckland Transport, the Minister of Transport, the Department of Conservation, and industry associations being Local Government New Zealand and the Road Controlling Authorities' Forum.
- (b) Utility Operators include individual utility operators of the: electricity, gas, telecommunications and water services Sectors as defined in the National Code of Practice for Utility Operators' Access to Transport Corridors, and also include Transpower, and the industry associations for these four Sectors, namely Electricity Networks Association, Electricity Engineers' Association, Gas Association of New Zealand, Telecommunications Carriers' Forum and Water New Zealand.

6.3 Associate membership is available to individuals and organisations representing any party with an interest in utility access to, and work in, the transport corridors as well as organisations within the corridor manager or utility operator Sectors, including:

- NZ Contractors' Federation, Roading NZ and individual contractors;
- NZ Post and other postal operators;
- Adshell and other advertising operators;
- Engineering consultancies
- Federation of Rail Organisations of NZ and any individual rail operator to whom the Code applies whether heritage, tourist or industry;
- Road user representatives such as AA, Road Transport Forum or its constituent Road Transport Associations, and motor cycle associations;
- Organisations eligible to be full members, as either Transport Corridor Managers or Utility Operators, and choose not to be a full member; and
- Related industry associations such as, Institute of Professional Engineers of New Zealand, Ingenium, and Society of Local Government Managers.

6.4 A Member is a company, organisation or person admitted by the Committee under Rule 6.9 as a Full or Associate Member.

6.5 All Members shall promote the objects of the Society and shall do nothing to bring the Society into disrepute.

6.6 Full membership entitles the Member to call a Special General Meeting, vote at a General Meeting, nominate people for appointment to the Committee within their own Category and sector in accordance with Rule 9.6, and nominate representatives for sub-committees. Only full time employees or board members of Full Members are eligible for appointment to the Committee.

6.7 Associate Membership entitles the member to nominate representatives for potential appointment to sub-committees.

6.8 Application for membership

6.8.1 Each company or organisation entitled to make an application to become a Member in terms of 6.2 or 6.3 may make such application in the form prescribed from time to time by the Interim Committee or the Committee.

6.8.2 The application form shall be delivered to the Registered Office together with the appropriate Joining Fee, if demanded, and the first year's membership subscription.

6.8.3 Each Full Member must specify as part of their membership application affiliation to either the Transport Corridor Managers' Category or the Utility Operators' Category.

6.9 Admission of members

6.9.1 The Committee shall consider each application for membership within one month following receipt of the application and shall either accept or reject such application. Decisions on such applications may be at a Committee meeting or by use of electronic communication.

6.9.2 The Committee shall act reasonably in deciding on admission of Members. Seventy percent of those members of the Committee voting must agree if an application is to be accepted or rejected.

6.9.3 The Secretary shall advise the applicant in writing of the Committee's decision within 10 working days of that decision.

6.10 The Register of Members

6.10.1 The Committee shall cause a Register of Members to be kept at the Registered Office in which shall be entered:

(a) The name, address, contact details and date of admission to membership of every Member of the Society and their nominated representative, whether the membership is Full (including the Category of each Full membership) or Associate;

(b) The name, address and contact details of all Committee Members and Deputies and the dates at which they became Committee Members or Deputies;

(c) Terminations and reinstatements of membership; and

(d) Any further particulars that the Committee may require to be entered into the Register.

6.10.2 Each Member shall notify the Society of any change in that Member's address or contact details.

6.10.3 The Register shall be made available for inspection at all reasonable times by any Member that applies to the Secretary for such inspection.

7. Joining Fees, Subscriptions and Levies payable by Members

7.1. The Committee shall determine by a date not later than 1 March each year, the Subscriptions payable by Members for the ensuing financial year and advise financial Members accordingly. All Subscriptions shall become due and payable at the registered office of the Society on the first day of the next financial year (1 April).

7.2. The annual subscription shall be a fixed fee, set at a level to cover the Society's annual operating activities, including projects planned for the forthcoming year such as the biennial review of the Code. The fee for Associate Member organisations shall be significantly less than that set for Full Members, and the fee for individual Associate Members shall be set at a level that reflects that the Member is an individual. The Committee may, in addition, impose a levy or levies on Members in any one financial year, and in setting any levy shall bear in mind the principles for the setting of subscriptions.

7.3. Cessation of membership does not relieve a Member from liability for any unpaid Joining Fee, Subscription or other levies already due to be paid by that Member.

8. Cessation of Membership

8.1. A membership of the Society shall cease if:

(a) The Member resigns that membership by written notice delivered to the Secretary;

(b) At least seventy percent of the Members of the Society present and voting at a duly constituted meeting of the Society vote in favour of terminating the membership of any Member, due to a breach of the Society Rules and such company or organisation shall cease to be a Member at that time, provided that before any

such vote is taken the Member shall have not less than twenty working days written notice of the notice of motion to terminate the membership and of brief reasons for the motion, and shall have the right to be heard at the meeting at which it is proposed;

- (c) The Member has a subscription or levy 6 months in arrears. Any Member that does not pay a Subscription or levy by the date set by the Committee, shall have a further period of one month to pay the Subscription or levy. After the one-month period, the Member shall be considered as un-financial and shall have no membership rights and shall not be entitled to participate in any Society activities until all the arrears are paid. If such arrears are not paid within 6 months of the date of the Subscription or levy becoming due, the Member's membership to the Society shall be deemed to have been terminated.
- (d) The Member becomes insolvent or makes an assignment of a substantial part of its property for the benefit of its creditor;
- (e) A receiver or manager is appointed in respect of any of the property of the Member;
- (f) The Member is otherwise wound up or placed in liquidation;
- (g) The Member is dissolved by any means (except that the admission of a partner to or a retirement of a partner from a partnership shall not of itself constitute a dissolution of a partnership); or
- (h) The Member ceases to qualify for membership to the Society.

8.2. No former Member shall be entitled to any refund of its Subscription, Joining Fee or any other sum of money paid to the Society or any part thereof.

8.3. Any former Member shall return to the Society all material produced by the Society that the Member holds and cease to hold itself out as a Member of the Society.

8.4. Any Member that has resigned its membership in accordance with this Rule may apply for readmission in the manner prescribed for new applicants and may only be admitted by decision of the Committee.

8.5. Any Member, the membership of which is terminated pursuant to Rule 8.1(b), shall not be readmitted by the Committee without the approval of a seventy percent majority of those voting at next General Meeting.

9. Management of the Society

9.1. The Society shall have a Committee (“the Committee”) of eleven persons, comprising an independent Chairperson and ten appointed representatives of Full Members of the Society (“Committee Members”).

9.2. Role of the Committee

Subject to these Rules (the “Rules”), the role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Appoint the independent Chairperson for the Committee;
- (c) Appoint the Secretary and Treasurer of the Committee
- (d) Carry out the Objects of the Society;
- (e) Manage the Society’s bank accounts;
- (f) Ensure that all Members follow the Rules;
- (g) Decide the procedures for dealing with complaints;
- (h) Prepare an annual business plan and budget;
- (i) Provide a link for industry consultation in respect of such matters as changes to legislation, national codes, structure of the Society and development of industry policy; and
- (j) Establish sub-committees to further the Objects of the Society as necessary.

9.3 Chairperson

The Chairperson’s role is to be independent of both the Corridor Managers and the Utility Operators and to:

- (a) Ensure that the Rules are followed;
- (b) Convene meetings;
- (c) Chair meetings, deciding who may speak and when;
- (d) Oversee the operation of the Society;
- (e) Give a report on the operation of the Society at each AGM;
- (f) Represent the Society as appropriate to the wider Sectors and Government;
- (g) In conjunction with the Committee oversee the process for the appointment of the Secretary and Treasurer ; and
- (h) Be responsible for establishing and reviewing the conditions of engagement of the Secretary and Treasurer.

The chairperson shall not have any voting powers.

9.4 Committee Powers

9.4.1 The Committee has all of the Powers of the Society set out in Rule 5, unless the Committee's power is limited by these Rules, or by decision of the Society.

9.4.2 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a consensus decision of the Society.

9.4.3 In addition to the exercise of all Powers of the Society set out in Rule 5, the Committee may:

- (a) Employ people for the objects of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Borrow money and provide security for that if authorised by any Committee Meeting. Any proposals to do so must be circulated at least 10 working days before the meeting.

9.5 Interim Committee

9.5.1 An Interim Committee shall be appointed by the existing NZUAG Committee after consultation with the signatories to the NZUAG Charter.

9.5.2 The Interim Committee shall consist of:

- (a) Five representatives from the Transport Corridor Managers' Sector including a representative of Central Government road corridor managers; a representative of the manager of the national rail corridor; and three representatives from Local Government New Zealand Inc, (one of whom is a representative from a major New Zealand territorial authority); and
- (b) Five representatives from the Utility Operators' Sector (including at least one representative from each of the following utilities: electricity; gas; telecommunications; and water).

9.5.3 All appointees to the Interim Committee shall have full voting rights on that Committee.

9.5.4 The Interim Committee shall be appointed until 30 June 2013 and shall organise and complete the appointment of a new Committee to take over the governance of the Society from no later than 1 July 2013, and the terms of the new Committee members shall be as prescribed by Rules 9.7.1 and 9.7.2.

9.5.5 The Interim Committee shall appoint a Chairperson from the Committee Members. The Chairperson shall not have a casting vote.

- 9.5.6 In the event of a vacancy arising within the membership of the Interim Committee prior to 1 July 2013, the Interim Committee must consult with the relevant Sector and unless the Sector representatives unanimously agree otherwise must appoint another representative from the same Sector to fill the vacancy.
- 9.5.7 The quorum for any meeting of the Interim Committee shall be six of the ten Committee Members, including three each from the Transport Corridor Manager and Utility Operator Sectors.
- 9.5.8 The Interim Committee shall be entitled until the appointment of the new Committee or 1 July 2013 (whichever is earlier) to exercise all powers of the Society as set out in the Rules except as expressly reserved in these Rules to be exercised by the Society at its AGM or a Special General Meeting.

9.6 Appointment of Committee

- 9.6.1 Subject only to the provisions of Rule 9.5, the Committee shall consist of:
- (a) An independent Chairperson appointed by the Committee for such term as may be specified by the Committee at the time of appointment;
 - (b) Five representatives appointed from the Transport Corridor Managers' Category (including a representative of Central Government road Corridor Managers; a representative of the manager of the national rail corridor; and three representatives from Local Government New Zealand Inc, one of which is a representative from a major New Zealand territorial authority); and
 - (c) Five representatives appointed from the Utility Operator Category, including:
 - (i) One representative from each of the following utility Sectors: electricity; gas; telecommunication; and water), and
 - (ii) One person appointed by the four representatives of the Utility Operators' Category appointed under Rule 9.6.1(c)(i).
- 9.6.2 The Committee shall appoint an interim Chairperson to hold that position until it has, within three months of its establishment, completed the process to appoint an independent Chairperson pursuant to Rule 9.6.3.

9.6.3 Appointment of independent Chairperson

The appointment of the independent Chairperson shall be based on the potential candidates' skills and experience, ability to act in an independent manner at all times, capacity and available time. The position description, expenses and remuneration (if any) of the independent Chairperson shall be determined by resolution of the Committee prior to the appointment process commencing. The process may be overseen by a sub-committee which will make a recommendation to the Committee as a whole. The initial recommendation of the sub-committee cannot be declined but the sub-committee may be requested to give further consideration to the initial recommendation having regard to the views of Committee members.

9.7 Nomination and Appointment of Committee Members

- 9.7.1 Appointments for the representative of the manager of the national rail corridor, a representative from Local Government New Zealand Inc which is a representative from a major New Zealand territorial authority, and for the Utility Operators Category the representative of the electricity Sector and of the water Sector shall be made in even numbered years. The representative of the water services sector shall be a water services utility operator.
- 9.7.2 Appointments for the representative of Central Government road Corridor Managers, two representatives from Local Government New Zealand Inc, and for the utility sector the representative of the telecommunications Sector, of the gas Sector and the fifth utility operators' slot shall be made in odd numbered years.
- 9.7.3 Committee Members shall be appointed for two years in accordance with 9.7.1 and 9.7.2 and the appointments shall be announced at the Society's AGM.
- 9.7.4 Nominations for Committee Members shall be requested of the Members of the Society by the Secretary at least 25 working days before an AGM.
- 9.7.5 A nominee for appointment to the Committee must be nominated in writing by a Member from within that Member's Sector and represent a Member organisation that is a fully paid up full member of the Society.
- 9.7.6 The utility organisations to coordinate the appointment of the representative from their Utility Sector are the Electricity Networks Association and Electricity Engineers' Association, Gas Association of NZ, NZ

Telecommunications Forum and the Water Services Managers Group of Water New Zealand.

9.7.7 Nominations for appointment to the Committee shall close at 5pm on the fifteenth working day before the AGM.

9.7.8 In the event that there are more nominations for appointment than there are vacancies for representatives of a Sector, the representatives of the Category which includes that Sector will before the AGM decide which candidates are to be appointed having regard to the experience, capability and time availability of the nominees as well as the experience and skills sets required of the role at the NZUAG Committee table, and in the event that this decision is not made before the AGM the decision shall be made by the AGM.

9.7.9. Where the disagreement over a nominee affects a sitting member of the Committee, that Member will declare a conflict of interest and withdraw from any discussions and decision on the appointment.

9.7.10 Committee Members may be re-appointed for any number of terms without limitation.

9.7.11 Any former Committee Member who resigns is eligible for subsequent re-appointment.

9.7.12 In the event that a Committee Member's position is terminated pursuant to Rule 9.11, that person shall not be eligible for re-appointment to the Committee without the approval of the Committee by a 70% majority of those Committee members present and voting.

9.7.13 In the event of a vacancy arising within the membership of the Committee, the Committee must consult with the relevant Sector and may then appoint another representative from the same Sector to fill the vacancy .

9.8 Committee Meetings

9.8.1 The Committee shall meet whenever the Committee determines, but at least two times in each financial year.

9.8.2 A meeting of the Committee shall be called upon receipt by the Secretary of a written request signed by at least a half of the Committee Members stating the business for the meeting.

- 9.8.3 Written notice of all Committee meetings indicating the business to be transacted shall be sent to all Committee Members at least seven working days before the meeting is to take place, unless all Committee Members agree to shorter notice.
- 9.8.4 Copies of the minutes of each Committee Meeting shall be circulated to Committee Members by the Secretary within 10 working days of the date of such meeting.
- 9.8.5 Unless otherwise determined by the Society in a General Meeting, a quorum of the Committee shall be the Chairperson and eight Committee Members (including at least four each from the Transport Corridor Manager and Utility Operator categories). No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for a Committee meeting a quorum is not present, the meeting shall stand adjourned to the same place and time of the following week and the Committee Members present at that time shall constitute a quorum. Committee meetings shall be presided over by the Chairperson or in the Chairperson's absence the Chairperson shall determine who shall chair that meeting, bearing in mind the need for the chosen substitute to be as impartial as possible.
- 9.8.6 Generally the Committee shall seek to make consensus decisions, and any such consensus decision shall be recorded by resolution that is correctly formulated and adopted by the Committee. All Committee decisions, whether by consensus or in default of consensus, shall be put to a vote and determined by a 70% majority of those Committee members (including deputies) present and voting via a show of hands. Each Committee Member including the Chairperson is entitled to one vote. The Chairperson shall not have a casting vote.
- 9.8.7 The Society may pay such reasonable travel, accommodation and other expenses approved by the Committee as are necessary for the attendance of any Committee Member at a Committee meeting.
- 9.8.8 Committee meetings may be by way of the Committee meeting personally or by telephone, electronic or other linked form of communication.
- 9.8.9 A resolution in writing approved by a 70% majority signed or assented to by letter, cable, telex, facsimile, electronic or other written message, by all of the Committee Members entitled to receive notice of Committee meetings shall be valid and effectual as if it had been passed at a Committee meeting duly called and constituted.

9.9 Secretary and Treasurer

9.9.1 The Secretary and Treasurer shall be appointed by the Committee.

9.9.2 Where appropriate, one person may be appointed to carry out the roles of Secretary and Treasurer.

9.9.3 The Secretary's role is to:

- (a) Record the minutes of Meetings and action matters as required;
- (b) Keep the Register of Members;
- (c) Hold the Society's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Advise the Registrar of Incorporated Societies of any changes to the Rules;
- (f) Handle enquiries on behalf of the Society; and
- (g) Undertake such duties as required by the Committee or the Chairperson

9.9.4 The Treasurer's role is to:

- (a) Collect and receive all payments made to the Society, and these payments must be banked within five working days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- (c) Ensure that the Society's payment liabilities are met in a timely fashion when confirmed by the Committee;
- (d) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting and more often if either the Committee or a majority of the Society decides this in a Meeting;
- (e) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting; and
- (f) Hold the Society's cheque and bank deposit books as appropriate, bank account records and other financial records and materials.

9.10 Subcommittees

9.10.1 The Committee may appoint subcommittees from time to time which shall operate to suitably drafted terms of reference, including a clear statement of the outcomes required and reporting requirements.

9.10.2 In establishing any such subcommittees, the Committee shall consider the knowledge and skills required for membership of that subcommittee and ensure an

appropriate balance of Member Category and Sector representation, but subcommittee members do not need to be employed by a Member of the Society, or be a Member in their own right, in order to be appointed to a sub-committee.

9.10.3 No subcommittee may commit the Society to any financial expenditure without express prior written authority from the Committee.

9.11 Cessation of Committee Membership

9.11.1 A person shall cease to be a member of the Committee:

- (a) On delivery of written notice of such resignation to the Secretary;
- (b) If the Committee Member or that person's Deputy has not attended three consecutive Committee meetings; or has failed or neglected to carry out his/her duties in a satisfactory manner and at least three quarters of the Members of the Society present and voting at a duly constituted meeting of the Society vote in favour of the removal of any Committee Member (but before any vote as to the removal of a Committee Member is taken, the Committee Member shall have not less than 20 working days' notice of the proposal to remove that person and shall have the right to be heard at the meeting at which the proposal is put); and
- (c) If the Committee Member ceases to represent any full Member organisation of the Society.

9.12 Deputy Committee Members

9.12.1 A Committee member may appoint a Deputy to attend a Committee meeting; or to act in his/her stead for an extended period during which a Committee member until the Member is again available.

9.12.2 A Deputy Committee Member ("Deputy") is a person appointed by a Sector Member to fulfil the role of an elected Committee Member appointed by that Sector should that Member be unable to attend a Committee meeting.

9.12.3 A Deputy has all of the rights and responsibilities of a Committee Member for the duration of the period for which the Deputy is appointed.

9.12.4 A Deputy may become a Committee Member if:

- (a) The position of the Committee Member becomes vacant and the nominating Member organisation advises the Committee of its nomination of the Deputy as the new Committee Member; and

(b) The Committee accepts that the Member organisation should appoint the Deputy as a replacement Committee Member.

9.12.5 Each Member or Deputy shall provide such other details as the Committee requires.

9.13 Indemnity for Committee

9.13.1 No Committee Member shall be liable for the act or defaults of any other Committee Member or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

9.13.2 Committee Members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default or by their wilful acquiescence.

10 General Meetings of Members of Society

10.1 Notice of General Meeting

10.1.1 The Secretary shall, at least 10 working days before the date fixed for holding a General Meeting, send each Member at the Member's address appearing on the Register, a written notice stating:

- (a) The place, date and time of the meeting;
- (b) The business to be conducted at the meeting;
- (c) For Annual General Meetings, a copy of the Annual Report and Statement of Accounts;
- (d) Notice of any motions and any supporting documentation about those motions;
- (e) If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice; and
- (f) A proxy form enabling a Member who is unable to attend to appoint a Proxy for an Annual or Special Meeting.

10.1.2 A Member wishing to propose any notice of motion at any General Meeting may give notice of that in writing to the Secretary no later than 20 working days before the date of the General Meeting at which the business is to be raised, and the Secretary shall include that notice of motion in the notice calling the next General Meeting.

10.2 Annual General Meetings

10.2.1 The Annual General Meeting (“AGM”) shall be held once every year between 1 July and 30 November in addition to any Special General Meetings and on such date and time and at such venue as the Committee determines.

10.2.2 The business of an AGM shall be:

- (a) To approve any minutes of the previous AGM and any Special General Meeting held since that time;
- (b) To receive and consider the Chairperson’s report on the business of the Society;
- (c) To receive and consider the Treasurer’s report on the finances of the Society, and the Statement of Accounts;
- (d) To ratify the appointment of the Committee
- (e) To consider any notices of motion of which notice has been given in accordance with Rule 10.1; and
- (f) To approve business plans and the budget for the balance of the period to the next Annual General Meeting.

10.2.3 Copies of the relevant papers for each AGM shall be circulated to all Members by the Secretary at least 10 working days prior to the date of such meeting. The minutes shall be made available by the Secretary at reasonable times for inspection by any Member of the Society at the Office of the Society.

10.3 Special General Meetings

10.3.1 All General Meetings other than the AGM shall be called Special General Meetings.

10.3.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society on such date and time and at such venue as the Committee determines.

10.3.3 A Special General Meeting shall be convened by the Committee upon receipt in writing of a written request signed by at least a quarter of the Society’s Full Members. A written request for a Special General Meeting shall state the objects of the Meeting, be signed by the Members making the request, and be sent to the Secretary.

10.3.4 If the Committee does not convene a Special General Meeting on such date and time and at such venue as the Committee determines within one month after

the date on which the request was sent to the Secretary, the Members who made the request, or any of them, may convene a Special General Meeting (at such venue as those Members specify) to be held not later than three months after that date.

10.3.5 A Special General Meeting convened by Members in accordance with Rule 10.3.4 shall be convened in the same manner as that in which those meetings are convened by the Society and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring the expenses on the presentation of reasonable proof of the expense being incurred.

10.3.6 Copies of the minutes of each Special General Meeting shall be circulated to all Members by the Secretary within 20 working days of the date of such meeting. The minutes shall be made available by the Secretary at reasonable times for inspection by any Member of the Society at the Registered Office of the Society.

10.4 All General Meetings shall be chaired by the Chairperson or in the Chairperson's absence the Chairperson shall determine who shall chair that meeting, bearing in mind the need for the chosen substitute to be as impartial as possible .

10.5 If the Secretary is absent at a General Meeting, the Committee shall appoint another person to act as Secretary for that Meeting.

10.6 Special Business

10.6.1 All business that is transacted at a Special General Meeting and all business that is transacted at an AGM, with the exception of that specified in Rule 10.2.2 as being the ordinary business of the AGM, shall be deemed to be special business.

10.7 Quorum

10.7.1 No General Meeting shall be held unless a quorum of Members entitled under these Rules to vote is present.

10.7.2 The quorum for a General Meeting shall be 25% of each category of full Members entitled under these Rules to vote at a General Meeting.

10.7.3 If at the commencement of a General Meeting a quorum is not present, the Meeting if convened at the request of Members shall be dissolved. In any other case, the Meeting shall stand adjourned to the same day in the next week at the same time and place, unless another place is specified by the Chairperson at the time of the adjournment or by written notice given to Members five days before the day to which the Meeting is adjourned.

10.7.4 If at the commencement of the adjourned Meeting the quorum is not present, the Members present shall constitute a quorum and the Meeting may continue.

10.7.5 Members may attend General Meetings by having representatives attend personally or, if prior arrangements have been made for their use, by telephone, electronic or other linked form of communication.

10.8 Voting

10.8.1 All Full Members who have paid their Joining Fees, Subscriptions or Levies in full no later than 10 working days before a General Meeting shall be entitled to vote. No representative or proxy of a Member shall be entitled to vote unless all Subscriptions, levies or other fees due and payable by the Member have been so paid.

10.8.2 A question arising at a General Meeting of the Society shall be determined by a show of hands of the representatives of those Members or their proxies entitled to vote.

10.8.3 Each Full Member or that Member's proxy shall be entitled to cast one vote.

10.8.4 A motion of the Society shall be carried by a 70% majority of votes in its favour. This does not apply to the alteration to the Rules as set out in Section 18.

10.8.5 A declaration by the Chairperson of the meeting that a motion has been carried or lost and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact.

10.8.6 All votes shall be exercised personally by representatives of Full Members entitled to vote, or by proxies appointed by Members entitled to vote.

10.9 Representatives

10.9.1 Any Full Member may from time to time appoint or remove (by written notice signed by a properly authorised person and delivered to the Secretary) a representative to exercise its membership rights, including speaking and voting, at General Meetings.

10.9.2 A representative of a Member so appointed shall be eligible to be appointed to serve on the Committee. In those circumstances, the Member must appoint a new representative under Rule 10.7.1.

10.9.3 Any Member entitled to appoint a representative may from time to time in like manner appoint an alternative representative to represent it in the absence of its representative.

10.10 Proxies and Methods of Voting

10.10.1 Each Member, other than a Member eligible to appoint a representative pursuant to Rule 10.7, shall be entitled to appoint a representative as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in such form as may be prescribed by the Committee.

10.10.2 Any Member entitled to vote at a General Meeting may forward to the Secretary a postal, facsimiled or electronic vote on any matter included in the notice of meeting, such vote to be in the hands of the Secretary prior to the meeting, and such a vote shall be counted when the subject-matter of the vote is put to a vote at the Meeting.

11 Auditor

11.1 At an AGM, the Society may appoint someone to audit the Society (“the Auditor”). The Auditor shall audit the Society’s accounts, and shall certify that they are correct.

11.2 The Auditor must be a Member of the New Zealand Institute of Chartered Accountants Incorporated, and must not be a Member of the Society.

11.3 If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

12 Personal Benefit

12.1 No Member of the Society or any person associated with a Member of the Society shall participate in or materially influence any decision made by the Society, the Committee or any officer or employee in respect of any matter in which that Member is materially interested.

12.2 Any income, benefit or advantage received by any Member of the Society or any persons associated with a Member of the Society in the course of activities relating to the operation of the Society must be used to advance the purposes of the Society.

12.3 Any payments made to a Member of the Society, or a person associated with a Member of the Society, in the course of activities relating to the operation

of the Society, must be for goods and services received or to reimburse the Member for expenses properly incurred that advance the purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties.

13 Money and Other Assets of the Society

- 13.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.
- 13.2 All Money and Other Assets set aside for special purposes, or trust funds vested in the Society, shall be held, invested and disposed of in accordance with the terms and conditions laid down by the instrument creating the trust or if none then by a decision of the Committee.
- 13.3 Subject to the foregoing requirements of this Rule, all surplus funds of the Society and special funds may be invested from time to time in any of the following forms of investment:
- (a) Upon deposit on current account or otherwise with any registered bank in New Zealand;
 - (b) In or upon stocks, funds or other securities of the Government of New Zealand or of any local authority in New Zealand;
 - (c) On the purchases of any freehold or leasehold estate or interest in any land or any personal property;
 - (d) On first mortgage of any estate or interest in any land;
 - (e) In or upon shares, stocks, debentures or other securities of any corporation rated at not less than the following ratings:
 - Standard and Poors: A1 or A1+
 - Moodys: P1
 - Australian Rating Agency: A- or higher
 - (f) In or upon any securities the payment of which is guaranteed by the Government of New Zealand or of the Commonwealth of Australia.
- 13.4 The foregoing provisions in this Rule shall not preclude the Committee from employing any part of the Society's ordinary funds in accordance with its objects.

14 Payments

- 14.1 Any Payment made by the Society above a value of twenty dollars must be by Cheque or electronic deposit.

14.2 All payments or electronic deposits must be approved by the Secretary and one of the Committee members appointed for the purpose.

14.3 All Cheques must be signed by at least two of the Committee Members appointed for the purpose.

15 Submissions, Correspondence and representation of Society views

Unless otherwise agreed by the Committee at a Committee meeting, all submissions, formal representations or correspondence professing a Society view will follow the process determined by the Committee.

16 Common Seal

The common seal of the Society shall be under the control of the Committee and shall be assigned to the custody of the Secretary. It shall not be affixed to any document except by resolution of a General Meeting of the Society or of the Committee and shall be affixed in the presence of any two of the Chairperson and Secretary and such other Committee Members as may be appointed by the Committee for that purpose.

17 Interpretation of Rules and Procedural Matters Not Provided For

If at any time doubt arises as to the interpretation of these Rules or any procedural matter arises that is not provided for in these Rules, the same shall be determined finally by a decision of the Committee.

18 Altering the Rules of the Society

18.1 These Rules may be altered or replaced by resolution of a General Meeting passed by a 70% majority of those Full Members present and voting.

18.2 Any proposed motion to amend or replace these Rules shall be signed

18.3 The Society may alter or replace these Rules at a Special General Meeting or an Annual General Meeting.

18.4 Any proposed motion to amend or replace these Rules shall be signed by at least five Full Members and given in writing to the Secretary at least 20 working days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

18.5 At least ten working days before the Special General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

18.6 When a Rule change is approved at a General Meeting the Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

19 Winding Up The Society

19.1 The Society may be wound up under the provisions of the Incorporated Societies Act 1908.

19.2 The Society may be dissolved only by a General meeting called for that purpose in accordance with the Rules for Special General Meetings and by a vote in favour of dissolution by 70% of the Full Members present and voting at the meeting.

19.3 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid; and
- (b) Surplus assets after payment of all debts costs and liabilities of the Society may be disposed of:
 - (i) By resolution; or
 - (ii) In accordance with the provisions in the Incorporated Societies Act 1908, but no distribution may be made to any Member;
 - (iii) Any monies received in relation to activities due after the date of the dissolution shall be returned to the payer; and
 - (iv) Any documents belonging to the Society shall be disposed of in a manner decided by the SGM.